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**UNITED STATES BANKRUPTCY COURT  
DISTRICT OF NEVADA**

In re:

USA COMMERCIAL MORTGAGE  
COMPANY,

Debtor.

Case No. BK-S-06-10725-LBR

CHAPTER 11

**DECLARATION OF EDWARD M.  
BURR IN SUPPORT OF OMNIBUS  
OBJECTIONS TO PROOFS OF  
CLAIM BASED UPON  
INVESTMENT IN FREEWAY 101  
LOAN, EXCEPT FOR AMOUNTS  
DESIGNATED AS "UNREMITTED  
PRINCIPAL"**

Date of Hearing: August 30, 2011  
Time of Hearing: 10:30 a.m.  
Estimated time for Hearing: 10 minutes

I, Edward M. Burr, hereby declare under penalty of perjury that:

1. I am a principal with Sierra Consulting Group, LLC ("Sierra"). Sierra is one of the leading providers of restructuring advisory and litigation support services in the Southwest. Sierra is a leading national consulting firm comprised of experienced CPAs and other financial professionals.

2. I submit this declaration on behalf of the USACM Liquidating Trust's Objections to Proofs of Claim filed this date.

3. This Court approved the Official Committee of Unsecured Creditors of USA Commercial Mortgage Company's ("Committee") appointment of Sierra as financial advisers on August 11, 2006. From that date to the Effective Date of the Debtors' confirmed Plan of Reorganization, I have assisted the Committee in analyzing facts

1 concerning these jointly administered bankruptcy cases. As of the Effective Date of the  
2 confirmed Plan of Reorganization, Sierra has been retained by the USACM Liquidating  
3 Trust to investigate and reconcile the claims against the USA Commercial Mortgage  
4 Company ("USACM") estate.

5 4. I make the following declaration based upon my personal knowledge, and  
6 upon the records of the Debtors described in this declaration, including Debtors' original  
7 and amended schedules of liabilities and the proofs of claim described herein, as well as  
8 Debtors' accounting records.

9 5. On March 12, 2007 Effective Date of the Plan, the USACM Liquidating  
10 Trust succeeded to USACM's rights with respect to books and records.

11 6. Sierra has been working closely with both the Trustee for the USACM  
12 Liquidating Trust and Development Specialist Inc. ("DSI"), the Trustee's financial  
13 advisor, in evaluating all of the claims that were filed in the USACM estate.

14 7. On April 13, 2006 ("Petition Date"), USA Commercial Mortgage  
15 Company ("USACM"), filed a voluntary petition for relief under chapter 11 of the  
16 Bankruptcy Case. Debtor continued to operate its business as debtor-in-possession  
17 pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. Debtor's Post-petition  
18 management was under the direction of Thomas J. Allison of Mesirow Financial Interim  
19 Management, LLC ("Mesirow"), who served as the Chief Restructuring Officer.

20 8. USACM was a Nevada corporation that, prior to the Petition Date, was in  
21 the business of underwriting, originating, brokering, funding and servicing commercial  
22 loans, primarily secured by real estate, both on behalf of its investors to purchase  
23 fractional interest in loans that USACM' originated and then serviced. These investors are  
24 referred to as "Direct Lenders" in USACM's bankruptcy case and in this Objection

25 9. On January 8, 2007, the Court entered its Order Confirming the "Debtors'  
26 Third Amended Joint Chapter 11 Plan of Reorganization" as Modified Herein [Docket No.  
2376]. Under the Plan, the USACM Trust is the successor to USACM with respect to

standing to seek allowance and disallowance of Claims. The USACM Trust exists as of the Effective Date of the Plan, March 12, 2007. Geoffrey L. Berman is the Trustee

10. A "USA Capital Loan Summary as of February 28, 2007" prepared by Mesirow indicates that the Freeway 101 Loan was repaid. (**Exhibit B** attached.)

11. There is \$3,750,000 in unremitted principal associated with the Freeway 101 Loan. Scheduled claims for the unremitted principal associated with the Freeway 101 Loan were deemed allowed unless the Trust could match the scheduled claim up to a proof of claim, in which case the proof of claim was deemed allowed.

12. Attached as **Exhibit A** is a list of the Freeway 101 Claims by claimant, claim number total, claim amount, unremitted principal amount and amount of the claim subject to objection by the USACM Trust.

Dated: July 29, 2011

/s/ Edward M. Burr  
Edward M. Burr  
Sierra Consulting Group, LLC

Copy of the foregoing mailed (without exhibit)  
by first class Postage prepaid U.S. Mail on  
July 29, 2011 to the investors in the  
Freeway 101 loan listed on Exhibit A.

s/ Renee L. Creswell  
Renee L. Creswell  
Lewis and Roca LLP